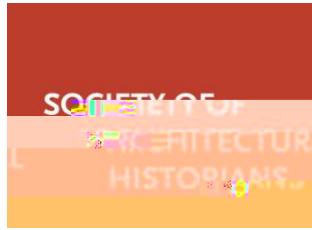


Amended by SAH Board on April 12, 2023



BYLAWS

of the

Society of Architectural Historians, NFP

An Illinois Not for Profit Corporation

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opportunity without regard to race, color, religion, national origin, age, gender, sexual orientation, gender identity, marital status, or physical ability.

(b) To enable it to fulfill its purpose and mission, the Society seeks and accepts financial support from individuals, institutions, and sponsors (including colleges and universities and their various departments and subdivisions, foundations, other not-for-profit organizations, governmental bodies, and business entities).

(c) The Society is organized and will be operated exclusively for public charitable, public education and public scientific purposes. No part of the net earnings or any portion of the assets of the Society will inure to the benefit of or be distributable to the members, directors, or officers of the Society in their respective capacities as such.

The Society will, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose and mission set forth in this Section 1.2 within the express limitations of this Section.

(d) Without the express authority of the Executive Committee in each instance, no part of the activities of the Society, and even with the express authority of the Executive Committee, no substantial part of the activities of the Society, will consist of attempting to influence legislation. The Society will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Society will not engage in any activities that are unlawful under applicable federal, state, or local law. The Society will not be operated for the primary purpose of carrying on a trade or business for profit. The Society will not accumulate income, invest income, or divert income in a manner that would endanger its exempt status by virtue of Section 504 of the Internal Revenue

Charnley-Persky House Museum Foundation, an Illinois not-for-profit corporation without members (the “Foundation”). The Bylaws of the Foundation provide that the maximum number of directors of the Foundation will be nine and that each of the five Elected Officers of the Society (as defined in Section 8.1 of the Bylaws of the Society) will be directors of the Foundation. The Elected Officers of the Society, in their capacities as directors of the Foundation, will take such steps as they deem necessary to assure that (i) the Foundation will retain ownership of the House unless and until it conveys ownership thereof to the Society, (ii) the Foundation restores and maintains the House according to United States Department of Interior standards, (iii) the Foundation complies with the terms of that certain Deed of Architectural Façade Preservation Easement and Conservation Right dated April 17, 1986 which conveys a façade easement on the House to the Chicago Architecture Foundation (and which easement the Chicago Architecture Foundation subsequently transferred to the Landmarks Preservation Council of Illinois, now known as Landmarks Illinois), (iv) the Foundation makes the House available to the Society for use as the Society’s administrative headquarters and (v) the Elected Officers of the Society will at all times continue to constitute a majority of the total number of directors of the Foundation.

Section 1.4 Merger:

The Society is the successor organization to the Society of Architectural Historians, Incorporated, a nonprofit corporation organized on January 31, 1947, pursuant to the provisions of Chapter 192 of the General Statutes of Connecticut of 1930 (hereinafter referred to as the “Connecticut Society”). Accordingly, subject to compliance with the applicable provisions of the Connecticut Revised Nonstock Corporation Act and the Illinois General Not For Profit Corporation Act of 1986, the Society merged with and into the Connecticut Society, with the Society being the surviving corporation (the “Merger”). On the Effective Date of the Merger, October 1, 2005, the members of the Connecticut Society who were in good standing on the books and records of the Connecticut Society as of the Effective Date automatically were admitted to membership in the Society and those members of the Society who were formerly members of the Connecticut Society were granted all of the same rights, powers and duties under these Bylaws as such members had under the Bylaws of the Connecticut Society. There shall be no distinction between members of the Society who were originally members of the Connecticut Society and original members of the Society.

ARTICLE II MEMBERSHIP

Section 2.1 Eligibility; membership categories:

The Society has three categories of members: (i) individuals (ii) institutions and (iii) professional associates. Upon application and payment of dues, membership in the Society is open to all those individuals and institutions located anywhere in the world who are interested in and wish to further the purpose and mission of the Society.

Section 2.2 Individual members:

The category of individual members consists of natural persons divided into the following subcategories, each having the qualifications and the rights, privileges and benefits of membership set forth below or elsewhere in these Bylaws or as otherwise determined from time to time by the Board of Directors:

(i) **Regular** – Any scholar in the history of architecture, design, landscape, or urbanism, any professional in an allied field (including architecture, historic preservation, and planning) and any member of the interested general public is eligible for regular individual membership in the Society. Each regular individual member in good standing of the Society will be entitled to notice of and to attend and vote at every annual or special business meeting of the members of the Society. They will have access to the *JSAH* Archive, *JSAH* Online, SAHARA, *SAH Archipedia*, and the *SAH Newsletter*, to participate in conferences, lectures, seminars, study tours and other programs which are sponsored by the Society. They will enjoy such other benefits, including access to fellowships, as are extended to regular members from time to time by the Society. Regular members must opt in and pay additionally for print editions of *JSAH*, *Buildings of the United States* volumes and other print publications.

(ii) **Student** – Any student enrolled on a full-time basis in an undergraduate or graduate program at any accredited college or university who furnishes satisfactory proof of such status to the Society is eligible for student membership in the Society. Each student member in good standing of the Society is entitled

domestic partner will, subject to compliance with the payment terms of their contribution, be entitled to membership in the Society for the duration of their life and will thereafter be exempt from the payment of annual dues to the Society. Each life or benefactor member in good standing of the Society and their spouse or domestic partner will be entitled to the same rights, privileges and benefits of membership as are extended to regular members of the Society, including those set forth in subparagraph (i) above, and any such additional benefits which are extended to him, her or them from time to time by the Society in recognition of such monetary contribution. Upon the death of a life or benefactor member in good standing of the Society, their spouse or domestic partner who survives will be entitled thereafter for the duration of their life, without the payment of dues, to the same rights, privileges, and benefits of membership as are extended to regular members of the Society.

Section 2.3 Institutional members:

The category of institutional members is divided into the following subcategories, each having the qualifications, and the rights, privileges and benefits of membership set forth below or elsewhere in these Bylaws or as otherwise determined from time to time by the Board of Directors. All institutional members will receive, as a benefit of membership, electronic copies of *JSAH* and the *SAH Newsletter* which may be distributed to all students, faculty, departments, and others officially associated with the institution. Institutional members will have access to the print edition of *JSAH*, the *JSAH archive*, Buildings of the United States volumes, *SAH Archipedia* and other print or electronic publications or resources by special arrangement or subscription.

(i) **Regular** – Any educational institution, library, or museum, is eligible for regular institutional membership in the Society. Each regular institutional member in good standing of the Society is entitled to notice of and, pursuant to the procedure with respect to proxies set forth in Section 3.7, to attend and vote at each annual or special business meeting of the members of the Society, and to such other rights, privileges and benefits of membership as are extended to regular institutional members from time to time by the Society.

(ii) **Sustaining** – Any institution eligible for regular membership which makes an annual monetary contribution to the Society over and above the annual dues payable by regular institutional members, the level of which will be fixed from time to time by the Board of Directors, is eligible for sustaining membership in the Society.

offices, public design education organizations, and similar work environments. This membership

slates of nominees for Elected Officers and Elected Directors proposed by the Nominating Committee for election by the members at the Annual Business Meeting and any other items of business to be transacted at the Annual Business Meeting which are required by law to be set forth in such notice. All notices to members of the Annual Business Meeting will be given in the manner specified in Section 3.3.

Section 3.2 Special business meetings; notice required:

(a) A special business meeting of the members of the Society (a “Special Business Meeting”) may be called for any proper purpose or purposes (i) by the President, (ii) by the Executive Committee or (iii) by the Board of Directors and will be called for any proper purpose by the President or the Secretary at the request in writing of 100 or more members of the Society entitled to vote at the Special Business Meeting (a “Members’ Request”). Any such Members’ Request will state fully the purpose or purposes for which the Special Business Meeting is to be called. If neither the President nor the Secretary calls a Special Business Meeting within 15 days after receipt by either of them of a Members’ Request in proper form, the members making the Members’ Request may themselves call the Special Business Meeting and send the required notice thereof to the members of the Society.

(b) Each member of the Society entitled to vote at any Special Business Meeting will be entitled to receive notice of the date, time, place and purpose or purposes of the Special Business Meeting no fewer than 10 days nor more than 60 days prior to the date of the Special Business Meeting. Only business within the purpose or purposes specified in the notice of any Special Business Meeting may be conducted at that Special Business Meeting. All notices to members of any Special Business Meeting will be given in the manner specified in Section 3.3.

Section 3.3 Methods of giving notice to members:

(a) All notices to members will be given in writing and will be delivered by hand, sent by mail or transmitted by facsimile (“fax”) or electronically (“e-mail”) to each member at his, her, their or its mailing or e-mail address or fax number most recently set forth in the membership records of the Society. It is the responsibility of each member of the Society to furnish in writing to the Society his, her, their or its current address, fax number and/or email address. Any notice delivered by hand to the address of a member will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day

(ii) all members of the Society entitled to vote will vote together and not separately by category or subcategory on any resolution, in any election or on any other subject;

(iii) Elected Officers and Elected Directors will be elected by a plurality of the

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Authority and duties:

The Society has a Board of Directors. All of the corporate powers of the Society are exercised by or under the authority of, and the activities, property and affairs of the Society are managed by or under the direction of, its Board of Directors.

Section 4.2 Composition and term of service:

(a) The initial Board of Directors of the Society of Architectural Historians, NFP consisted of the following persons: Therese O'Malley, Barry Bergdoll, Dietrich Neumann, Robert M. Craig and John K. Notz, Jr.

(b) Upon the Effective Date of the Merger, October 1, 2005, the then acting Board of Directors ceased to act and the Board of Directors consisted of:

(i) each of the five Elected Officers of the Society (as defined in Section 8.1), whose election by the members as an Elected Officer also constituted their election as a director and whose term or terms as a director was coextensive with their term or terms as an Elected Officer;

(ii) 15 directors elected from among the members of the Society who were divided into three classes as nearly as equal in number as possible, with the members of one class elected by the members of the Society at each Annual Business Meeting, and each of whom was serving as a director for a term of three years (the "Elected Directors");

(iii) each of the following, for a term coextensive with their tenure in the position or office hereinafter specified: the respective Editors of the Society's *Journal*, , Buildings of the United States Program, SAHARA, and *SAH Archipedia*; the Chairperson of each of the Standing Committees of the Society; and the holders of such other positions within the Society as are designated *ex officio* directors by the President from time-to-time (collectively, "*Ex Officio* Directors"); and

(iv) each former President of the Society and each Fellow of the Society (collectively, "*Ex Officio* Directors").

Section 4.3 Status and Voting rights of *Ex Officio* Directors:

Only those directors who are either Elected Officers or Elected Directors will be entitled to vote on any matter submitted to the Board of Directors and to be counted for purposes of determining the presence of a quorum for the conduct of business. *Ex Officio* Directors may participate in discussions at any meeting of the Board of Directors, but they will not be entitled to vote on any matter submitted to the Board of Directors, their number will not be included in determining the

number of directors required for a quorum, they will not be counted for purposes of determining the presence of a quorum, the failure to give any of them notice of any meeting of the Board of Directors will have no effect on the validity thereof, and they may be excluded from any executive session of any meeting of the Board of Directors.

Section 4.4 Term of office:

Except as otherwise provided in this Section 4.4, an Elected Director may serve a maximum of two consecutive three-year terms as an Elected Director, upon the conclusion of the second of which he or she may not serve another term as an Elected Director until after the lapse of at least one year. Notwithstanding the foregoing, an Elected Director who was elected to fill a vacancy on the Board of Directors caused by the death, resignation or removal of an Elected Director and who has filled out the un-expired term of the latter will immediately thereafter be entitled to serve a maximum of two consecutive three year terms as an Elected Director (if nominated and elected).

Section 4.5 Resignation or removal from office:

(a) Any Elected Director may resign at any time by delivering written notice to the Society. Any such resignation will become effective when the notice is delivered unless the notice specifies a later effective date.

(b) The members of the Society entitled to vote for the election of directors may remove any one or more Elected Directors, with or without cause, at a meeting called for the purpose of effecting such removal at which a quorum is present, by the affirmative votes of at least two-thirds of the members entitled to vote thereon who are present at such meeting, in person or by proxy, and where that purpose is stated in the notice of the meeting.

Section 4.6 Filling of vacancies:

additional regular meeting of the Board of Directors will be held each year, at such date, time and place as determined by the President, upon at least five days' prior written notice specifying the date, time, and place thereof (and, if a purpose of the meeting is to adopt, amend or repeal any one or more of the Bylaws of the Society, specifying such purpose as well) given to each of the members of the Board of Directors.

(b) A special meeting of the Board of Directors may be held at any date, time and place, whenever called by the President or by at least one third of the total number of Elected Directors and Elected Officers specified in or pursuant to these Bylaws, upon at least 48 hours' prior written notice specifying the date, time, place and purpose(s) thereof given by the person or persons calling the meeting to each of the members of the Board of Directors entitled to vote at such meeting.

Section 5.2 Methods of giving notice to directors:

All notices to directors will be given in writing and will be delivered by hand, sent by mail, or transmitted by facsimile ("fax") or electronically ("e-mail") to each director at their mailing or e-mail address or fax number most recently furnished in writing by them to the Executive Director of the Society. Any notice delivered by hand to the address of a director will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day then the notice will be deemed to have been given on the business day next following such day. Any notice sent by fax to the fax number or by e-mail to the e-mail address of a director will be deemed to have been given on the date and time the fax or e-mail is sent if transmitted during normal business hours on a business day or otherwise will be deemed to have been given at the normal opening of business on the business day next following the date of its transmission. Any notice sent by mail to the address of a director will be deemed to have been given on the second business day after the notice is mailed. For purposes of this Section 5.2, the term "business day" means any other than a Saturday, Sunday, or official national holiday in the United States.

Section 5.3 Waiver of notice:

Whenever any notice is required to be given to a director under the provisions of any statute, the Society's Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the director entitled to said notice whether before or after the time stated therein and filed with the minutes or records of the Society, will be deemed equivalent to notice. Attendance of a director at a meeting of the Board of Directors will constitute a waiver of notice by them of such meeting unless the director at the beginning of the meeting, or promptly upon their arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 5.4 Telephonic participation in meetings:

Any regular or special meeting of the Board of Directors may be conducted through the use of, and any or all directors may attend and participate in any such meeting by means of, conference telephone or any other means of communication by which all directors participating who are entitled to vote at such meeting may simultaneously hear each other during the meeting. A

director participating in a meeting by such means will be deemed to be present in person at the meeting.

Section 5.5 Quorum; vote required for action:

(a) At each meeting of the Board of Directors, a quorum for the transaction of business will consist of one-third of the total number of Elected Directors and Elected Officers specified in or pursuant to these Bylaws, but in no event less than two such directors; provided, however, that at any meeting of the Board of Directors a quorum for action on the removal from office of any Elected Officer pursuant to Section 8.1(d) or any Appointed Officer pursuant to Section 8.2 will be a majority of the total number of Elected Directors and Elected Officers then in office. At any meeting of the Board of

Directors at which a quorum is not present, those directors in attendance and entitled to vote may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum is present.

(b) Except in any case where the Society's Articles of Incorporation, these Bylaws or applicable law otherwise provides, the vote of a majority of those directors entitled to vote who are in attendance at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 5.6 Conduct of meetings:

Each meeting of the Board of Directors will be presided over by the President, or in their absence by the Vice President, or in their absence by the Treasurer, or in their absence by the Secretary, or in their absence by a chairperson chosen by those directors present and entitled to vote at the meeting. The Secretary will act as secretary of each meeting and record its minutes, but in their absence the chairperson of the meeting will appoint another person (who need not be a director) to act as secretary of the meeting and record its minutes. The minutes of all meetings of the Board of Directors will be kept in a minute book or books and a print and electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society.

Section 5.7 Action by unanimous written consent:

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken

notice specifying the date, time and place thereof given to each of the members of the Executive Committee.

(b) Special meetings of the Executive Committee may be held at any date, time and place whenever called by the President or by at least two other members of the Executive Committee who are Elected Officers, upon at least 48 hours' prior written notice specifying the date, time, place and purpose(s) thereof given by the person or persons calling the meeting to each of the members of the Executive Committee.

Section 7.2 Methods of giving notice to members of Executive Committee:

All notices to members of the Executive Committee will be given in writing and will be delivered by hand, sent by mail or transmitted by facsimile ("fax") or electronically ("e-mail") to each member at their mailing or e-mail address or fax number most recently furnished by them in writing to the Executive Director of the Society. Any notice delivered by hand to the address of a member will be deemed to have been given on the day it is so delivered at such address, provided that if such day is not a business day then the notice will be deemed to have been given on the business day next following such day. Any notice sent by fax to the fax number or by e-mail to the e-mail address of a member will be deemed to have been given on the date and time the fax or e-mail is sent if transmitted during normal business hours on a business day or otherwise will be deemed to have been given at the normal opening of business on the business day next following the date of its transmission. Any notice sent by mail to the address of a member will be deemed to have been given on the second business day after the notice is mailed. For purposes of this Section 7.2, the term "business day" means any other than a Saturday, Sunday, or official national holiday in the United States.

Section 7.3 Waiver of notice:

Whenever any notice is required to be given to a member of the Executive Committee under provisions of any statute, the Society's Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the members entitled to said notice whether before or after the time stated therein and filed with the minutes or records of the Society, will be deemed equivalent to notice. Attendance of a member at a meeting of the Executive Committee will constitute a waiver of notice by them of such meeting unless the member at the beginning of the meeting, or promptly upon their arrival at the meeting, objects to

ARTICLE VIII OFFICERS

Section 8.1

Executive Committee, and each of them will serve in such appointed office at the pleasure of the Board of Directors or the Executive Committee; provided, however, that the Editor (or Editors)-in-Chief of *JSAH*, the Buildings of the United States and SAHARA will each be appointed for a term of three years. There is no limit on the number of consecutive terms that an Appointed Officer may serve.

(b) In the absence of the President, or in the event of their inability or refusal to act, their authority and duties will devolve successively upon, in the following order (i) the Vice President, (ii) the Treasurer and (iii) the Secretary.

Section 8.5 Vice President:

Unless otherwise directed by the President, the Vice President will serve as the General Chair of the annual conference of the Society which is held during each of their terms in office, and in that capacity will have those responsibilities for each such annual meeting as are set forth in the Society's then current policy on the planning of annual meetings. The Vice President will serve on the Nominating Committee and may be invited by the President to advise the Executive Committee, with regard to the appointment of members of the Nominating Committee. The Vice President will also assume such other duties as may be delegated to them by the President. The Vice President, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

Section 8.6 Treasurer:

The Treasurer, who shall have full voting rights on the SAH Executive Committee and Board, will, subject to the authority given by these Bylaws to the President and the Executive Director, monitor the performance of those employees and agents of the Society who are responsible for the discharge of the following duties and report thereon, when and as called for, to the Board of Directors and the Executive Committee:

(i) keeping full and accurate accounts of receipts and disbursements in books belonging to the Society;

(ii) depositing or investing all monies and assets of the Society in the name and to the credit of the Society in such depositories and/or in such debt and/or equity securities as are approved by the Investment Committee;

(iii) disbursing such funds of the Society as and when necessary to meet the financial obligations of the Society on a timely basis;

(iv) designing, implementing, and monitoring the operation of a system of workable internal controls intended and reasonably likely to result in the protection of the Society's funds and securities;

(v) preparing monthly, quarterly and annual un-audited financial statements (including an operating statement and a statement of financial position) for the Society in such form as is approved in each case by the Executive Committee, which un-audited statements shall include the Society's BUS Program and the Society's Study Tour Program in such a manner that the operations of the Society, both inclusive and exclusive of these Programs, can be adequately assessed; and which are designed to permit the results of operations and financial condition of the Society, both inclusive and exclusive of each of its Programs, to be assessed;

Secretary from a meeting, their duties will be delegated by the President or other presiding officer to another member of the Society. The Secretary, acting together with the Executive Director, will have the signing authority on behalf of the Society specified in Section 8.10(c).

Section 8.8 Assistant Officers:

The Board of Directors may elect one or more than one Assistant Treasurer and one or more than one Assistant Secretary. An Assistant Treasurer or Assistant Secretary shall serve as an Appointed Officer on the SAH Executive Committee and Board and shall have full voting rights. In the absence of the Treasurer, or in the event of their inability or refusal to act, the Assistant Treasurers, in the order of their election, shall perform the duties and exercise the authority of the Treasurer. In the absence of the Secretary, or in the event of their inability or refusal to act, the Assistant Secretaries, in the order of their election, shall perform the duties and exercise the authority of the Secretary. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such other duties not inconsistent with these by-laws as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

Section 8.9 Executive Director:

(iii) arrange the organization of and participate (other than in

Foundation as well as the maintenance of and operation of all public and programmatic activities involving the House and all aspects of the Foundation's operations and activities.

The Executive Director will also assume such other duties as may be delegated to them by the President.

(c) The Executive Director will have authority, acting for and on behalf of the Society, to sig

candidate for each position for full Board of Director's approval.

b. The Editorial Advisory Committee of the *Journal*

The Editorial Advisory Committee of the *Journal of the Society of Architectural Historians* (the "*Journal*") will advise and assist the Editor of the *Journal* and serve as ambassadors for the *Journal*. The roles of Editorial Advisory Committee members will include promoting the *Journal* to potential readers and authors and suggesting to the Editor peer reviewers and acting as peer reviewers. Members of the Editorial Advisory Committee shall provide appropriate advice to the Editor and Associate Editor who maintain final decision-making authority. The Editorial Advisory Committee shall consist of eight members. Each member of the Editorial Advisory Committee shall serve a single four-year term and shall strive to represent the Society's constituencies in academic, preservation, museum, and independent scholarship, as well as across the discipline's chronological and geographic subfields. Members of the Editorial Advisory Committee shall not simultaneously serve on the Society's Board of Directors; the Society's President and Executive Director serve *ex officio*. The Editorial Advisory Committee will convene at least once per year with the Editor at the Society's Annual Conference. Editorial Advisory Committee openings shall be advertised in Society publications; applications and nominations shall be vetted by an ad hoc committee (consisting of the *Journal* Editor plus three representatives appointed by the President from the Executive Committee, Board of Directors, and Editorial Advisory Committee). The ad hoc committee will advise the Executive Committee on filling the Editorial Advisory Committee openings and the Executive Committee will recommend candidates for the full Board of Director's approval.

Section 8.11 Editor of *SAH Archipedia* and *Buildings of the United States*:

(a) The Editor of *SAH Archipedia* and the *Buildings of the United States* Program ("BUS"), working with the Executive Director of the Society and those employees of the Society

(ii) establishing the publication schedule for new and revised content;

(iii) monitoring the progress of each writer/author and using their best efforts to assure that each such writer/author is working effectively in the *SAH Archipedia* content management system;

(iv) arranging for the peer review and editing of the content prior to the material being published in print or online;

(v) with the SAH Executive Director monitoring contract negotiations and relations with the publisher;

(b) The

(vi) communicating, periodically and not less than at each meeting of the SAH Executive Committee, to the SAH Executive Committee as to all substantial matters relating to the status of SAHARA.

(b) The Executive Director of the Society will be the chief fiscal officer of SAHARA. The Editor(s) will also report to the President of the Society, who will be an *ex officio* member of the SAHARA Editorial Executive Committee. The Editor will report to each meeting of the SAH Board of Directors on all substantial progress, activities, issues, and status of SAHARA.

Section 8.13 Editor of SAH Website, Newsletter, and Informational Publications

(a) The Editor of the SAH website, newsletter and other informational publications shall be the Executive Director of SAH. Working with those employees of the Society responsible in whole or part for website, newsletter and other informational resources, the Executive Director of the Society shall

(b) The members of all standing committees of the Society will be drawn from the

(e) Each meeting of any standing committee will be presided over by its chairperson, or in their absence by a chairperson chosen by those members of the committee present at the meeting. Minutes of each meeting of a standing committee will be kept by a person appointed by the chairperson to act as secretary of the meeting and to record them (who need not be a member of the committee). The minutes of all meetings of each standing committee will be kept in consecutive order in a minute book or books and an electronic archive located at the Society's headquarters which will be retained as part of the permanent records of the Society and shall be distributed, promptly, to the Executive Committee and, after review by the Executive Committee to the Board of Directors.

(f) The provisions of Sections 7.2 through 7.5 and 7.7, which govern methods of giving notice, waiver of notice, telephonic participation in meetings, quorum and vote required for action and action without meetings of the Executive Committee will apply to standing committees and their members as well.

Section 9.2 Nominating Committee:

The Nominating Committee will consist of the Vice President of the Society and four members of the Society appointed by the President not less than twelve months prior to the election of officers and directors with which they are concerned. The members of the Nominating Committee will serve individual one-year terms and at least one member and not more than three members of each Nominating Committee will have been a member of the previous Nominating Committee. The President may consider, but will not be bound by, recommendations for membership on the Nominating Committee received from the Vice President of the Society and any member of the Society. It will be the function of the Nominating Committee to recommend each year to the members of the Society a slate of nominees for election as Elected Officers (as defined in Section 8.1) and Elected Directors (as defined in Section 4.2(a)) of the Society. Nominations of Elected Officers and Elected Directors may also be made on petition of twenty-five or more members of the Society, provided they are communicated to the Executive Director in writing not less than two weeks in advance of the annual business meeting at which their election is to be held. The Nominating Committee may consider its own members as candidates.

Section 9.3 Development Committee:

The Development Committee will be composed of at least three members of the Society appointed by the President. In addition, the Treasurer of the Society will be a member ex officio. It will be the primary function of the Development Committee to assist in the organization of and to monitor the Society's efforts to obtain financial contributions and grants of all kinds in support of the Society, including without limitation campaigns for and contributions and grants to its Endowment Fund.

Section 9.4 Investment Committee:

The size, duties and composition of the Investment Committee and the manner of appointment and removal of its members and the duration of their terms as members thereof will in all cases be as set forth in Section 10.6 of Article X; provided, however, that in addition to those duties with respect to the Endowment which are specified in Section 10.6, the Investment Committee will also have responsibility for determining the manner in which those cash reserves and other funds of the Society which are not part of the Endowment will be invested and reinvested.

Section 9.5 Budget and Audit Committee:

(a) The members of the Budget and Audit Committee shall have the following responsibilities with regard to the budget function of the Society: (i) review the initial draft of the budget for the following fiscal year (which is prepared by the Society's staff) and make recommendations as to appropriate revisions prior to the regular August meeting of the Executive Committee; (ii) review the revised budget for the year then in progress and make recommendations as to appropriate revisions prior to the regular November meeting of the Executive Committee and Board of Directors; and (iii) recommend any changes in Budget format deemed appropriate.

(b) The members of the Budget and Audit Committee shall have the following responsibilities with regard to audit function of the Society and its process: (i) annually review the performance of the current audit firm, obtain information on alternative audit firms and, if appropriate, recommend that the Executive Committee consider a relationship with another audit firm; (ii) participate, as appropriate, in the selection of the audit firm to be used and the terms of the engagement of such firm; (iii) review the financial statements completed by the Society's staff as soon after their completion as may be feasible; (iv) suggest revisions deemed appropriate and recommend action thereon prior to the regular November meetings of the Executive Committee and Board of Directors; (v) consult by phone with managing partner of the audit firm in conjunction with the regular November meetings of the Executive Committee and the Board of Directors; (vi) review with the appropriate personnel of the audit firm the internal controls of the Society; (vii) recommend to the Executive Committee and to the Board of Directors a written code of ethics and a conflict of interest policy for Staff, members and SAH Board, Editors and committee members and evaluate means for assurance with that code; (viii) monitor the quality of financial reporting of the Society and the audit firm's quality control safeguards and independence; and (ix) review the interim (quarterly) financial reports of the Treasurer and the Comptroller.

(i) the size of the Investment Committee, subject to the limitations specified in the preceding sentence, will be fixed and may be changed from time to time by the Board of Directors; o time by the Board of

Section 10.11 Separate and distinct fund:

(i) the size of the Investment Committee, subject to the limitations specified in the preceding sentence, will be fixed, and may be changed from time to time by the Board of Directors;

(ii) the members of the Investment Committee will be appointed by and serve for such terms as are determined by the Board of Directors;

(iii) any member of the Investment Committee may be removed at any time, with or without cause, by the Board of Directors; and

(iv) any vacancy in the membership of the Investment Committee may be filled by the Board of Directors.

(b) The Investment Committee, subject to the final authority of the Executive Committee and the Board of Directors, the other provisions of this Article of the Bylaws and applicable law, and where so specified acting with the approval of the Executive Committee, will have complete power and authority over and with respect to the administration of the SAH Board Designated Fund, including without limitation the power and authority:

(i) to invest and reinvest the SAH Board Designated Fund property in any real or personal property deemed advisable by the Investment Committee, whether or not it produces a current return, including without limitation stocks, bonds, debentures, promissory notes, mortgages or shares or interests in any pooled or common fund available for investment (including the securities of or interests in regulated investment companies, mutual funds, common trust funds, investment partnerships, real estate investment trusts, or similar organizations in which funds are commingled and investment determinations are made by persons other than the Investment Committee) at such prices and on such terms as the Investment Committee determines;

(ii) to retain, sell at public or private sale, exchange, lease for any term, mortgage, pledge, repair, manage and insure against loss or liability any part or all of the SAH Board Designated Fund property, real or personal, for such prices and on such terms as the Investment Committee determines;

mortgages, bills of sale, leases or other documents as the Investment Committee determines to be necessary or desirable;

(vi) to pay all

Section 10.17 Disposition of SAH Board Designated Fund if Society ceases to exist:

If for any reason the Society ceases to exist and by reason thereof the SAH Board Designated Fund is unable to operate for the purpose set forth in Section 10.4, then the Board of Directors will distribute the SAH Board Designated Fund property to such other charitable organization

